

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
RICHARD BREUNINGER and ITGA, LLC,

Plaintiffs,

- against -

T. EDWARD WILLIAMS et al.,

Defendants.

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #: \_\_\_\_\_  
DATE FILED: 01/31/2025

20-CV-7033 (JPC) (RWL)

**ORDER**

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**ROBERT W. LEHRBURGER, United States Magistrate Judge.**

On January 30, 2025, the Court held oral argument on Defendants' motions for summary judgment. During argument, Plaintiffs made an oral application to file a purported expert report of Carolyn Johnson that had been inadvertently omitted from Plaintiffs' exhibits but had been referenced and relied upon in Plaintiffs' briefing. Defendants objected. The Court did not grant the application but asked Plaintiffs to submit to the Court the purported expert report and any correspondence with Defense counsel about its disclosure. Plaintiffs submitted those documents as directed on January 31, 2025. The documents and Plaintiffs' email transmission are attached to this order.

Accordingly, by **12:00 noon February 5, 2025**, Defendants shall file a letter of no more than three pages explaining why the Johnson report should not be admitted for purposes of summary judgment. By **February 7, 2025**, Plaintiffs shall respond by letter of no more than three pages.

SO ORDERED.



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ROBERT W. LEHRBURGER  
UNITED STATES MAGISTRATE JUDGE

Dated: January 31, 2025  
New York, New York

Copies transmitted this date to all counsel of record.

**From:** [Mick Levin](#)  
**To:** [Lehrburger NYSD Chambers](#); [Edward Williams](#); [David.vanleeuwen@peyrotlaw.com](mailto:David.vanleeuwen@peyrotlaw.com)  
**Subject:** 1:20-cv-07033-JPC-RWL Breuninger, et al v. T. Edward Williams  
**Date:** Thursday, January 30, 2025 9:26:33 PM  
**Attachments:** [Carolyn J. Johnsen Declaration-e-signed.pdf](#)  
[Carolyn J. Johnsen Resume.pdf](#)  
[Emails re PI expert.pdf](#)  
[4th supp.pdf](#)  
[Email with 4th Supp Disc.pdf](#)

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**CAUTION - EXTERNAL:**

As discussed during Oral Argument this morning, attached please find Plaintiffs' counsel's email dated January 31, 2024 conveying Plaintiffs' 4<sup>th</sup> Supplemental Rule 26(a) Disclosure Statement and the attachments thereto, an email from Mr. Williams dated February 19, 2024 regarding the disclosure, and Plaintiffs' counsel's response also dated February 19, 2024. Plaintiffs' counsel was unable to identify any other emails relevant to Plaintiffs' disclosure of Ms. Johnsen as an expert in this matter.

Mick Levin  
Mick Levin, PLC  
3401 North 32<sup>nd</sup> Street  
Phoenix, AZ 85018  
(480) 865-3051  
(800) 385-1684 (fax)  
(480) 865-3058 (direct)  
[micklevin@mlplc.com](mailto:micklevin@mlplc.com)

This is a communication from a lawyer. If you are not the intended recipient of this email, please notify the sender and delete this email immediately.

**CAUTION - EXTERNAL EMAIL:** This email originated outside the Judiciary. Exercise caution when opening attachments or clicking on links.

**Mick Levin**

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**From:** Mick Levin  
**Sent:** Wednesday, January 31, 2024 9:50 PM  
**To:** Edward Williams; David.vanleeuwen@peyrotlaw.com  
**Subject:** ITGA adv. Wlliams/Peyrot  
**Attachments:** Carolyn J. Johnsen Resume.pdf; Carolyn J. Johnsen Declaration-e-signed.pdf; 4th supp.pdf

Please see Plaintiffs' Fourth Supplemental Disclosure Statement attached hereto.

Please contact me if you have any questions or concerns regarding this matter.

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## Mick Levin

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**From:** Mick Levin  
**Sent:** Monday, February 19, 2024 6:57 PM  
**To:** Edward Williams  
**Cc:** David.vanleeuwen@peyrotlaw.com  
**Subject:** RE: Plaintiff's Fourth Supplemental Disclosure

Plaintiffs disclosed Ms. Johnson as Plaintiffs' expert in this matter.

Please contact me if you have any questions or concerns regarding this matter.

Mick Levin  
Mick Levin, PLC  
3401 North 32<sup>nd</sup> Street  
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(480) 865-3051  
(800) 385-1684 (fax)  
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This is a communication from a lawyer. If you are not the intended recipient of this email, please notify the sender and delete this email immediately.

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**From:** Edward Williams <Edward@williamsllp.com>  
**Sent:** Monday, February 19, 2024 1:31 PM  
**To:** Dgrover@schlamstone.com; Mick Levin <micklevin@mlplc.com>  
**Cc:** David.vanleeuwen@peyrotlaw.com  
**Subject:** Plaintiff's Fourth Supplemental Disclosure  
**Importance:** High

Counsel:

I received your Fourth Supplemental Disclosure. You oddly provided what appears to be an expert report as part of a supplemental disclosure. Do you intend to endorse this person under the Federal Rules and the SDNY Local Rules?

Please respond by **Noon EDT tomorrow, Feb. 20, 2024.**

Regards,

**T. Edward Williams**

Partner | Williams LLP

**WILLIAMS LLP**

M: 917-287-4740 | T: 212-417-0430  
45 Rockefeller Plaza, 20th Fl. New York, New York 10111  
[edward@williamsllp.com](mailto:edward@williamsllp.com) | [williamsllp.com](http://williamsllp.com)

CONFIDENTIALITY NOTICE:

The contents of this email message and any attachments are intended solely for the addressee(s) and may contain confidential or privileged information and may be legally protected from disclosure. If you are not the intended recipient of this message or their agent, or if this message has been addressed to you in error, please immediately alert the sender by reply email or email [admin@williamsllp.com](mailto:admin@williamsllp.com) and then delete this message and any attachments. If you are not the intended recipient, you are hereby notified that any use, dissemination, copying, or storage of this message or its attachments is strictly prohibited.

1 **MICK LEVIN, PLC**2 Mick Levin, Esq. (*Pro Hac Vice*)3 3401 N 32<sup>nd</sup> Street

4 Phoenix, AZ 85018

5 480-865-3051

6 [micklevin@mlplc.com](mailto:micklevin@mlplc.com)

7 Co-Counsel for Plaintiffs

8 **SCHLAM STONE & DOLAN LLP**

9 Jeffrey M. Eilender, Esq.

10 Douglas E. Grover, Esq.

11 26 Broadway

12 New York, New York 10004

13 212-344-5400

14 [jeilender@sclamstone.com](mailto:jeilender@sclamstone.com)15 [Dgrover@sclamstone.com](mailto:Dgrover@sclamstone.com)

16 Co-Counsel for Plaintiffs

17 **UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF NEW YORK**18 RICHARD BREUNINGER, an adult individual;  
19 ITGA, LLC, an Arizona limited liability  
20 company;

21 Plaintiffs,

22 v.

23 T. EDWARD WILLIAMS, an adult individual  
24 and JANE DOE WILLIAMS, his wife;  
25 PEYROT AND ASSOCIATES, PC, a New  
York professional corporation;

26 Defendants.

1:20-cv-07033-JPC

**PLAINTIFFS' FOURTH  
SUPPLEMENTAL RULE 26(a)  
DISCLOSURE STATEMENT**26 Plaintiffs Richard Breuninger and ITGA, LLC, by and through counsel undersigned,  
27 pursuant to Fed. R. Civ. P. 26(a)(1), hereby submit their Second Supplemental Rule 26(a)  
28

1 Disclosure Statement. New information is indicated in **bold text**, deleted information is  
2 indicated in **bold strikethrough** text.

3 **I. NAMES, ADDRESSES, AND TELEPHONE NUMBER OF EACH**  
4 **INDIVIDUAL LIKELY TO HAVE DISCOVERABLE INFORMATION**

5 A. Richard Breuninger  
6 c/o Mick Levin  
7 Mick Levin, PLC  
3401 N 32nd Street  
Phoenix, AZ 85018

8 Plaintiff Breuninger is the owner/representative of ITGA, LLC and has  
9 information about the Complaint's allegations relating to this claim. He also  
has information about communications with Defendants in this matter.

10 B. Edward T. Williams  
11 Williams, LLP  
12 45 Rockefeller Plaza; FL 20  
13 New York, NY 10111

14 Defendant Williams has information about the Complaint's allegations  
15 relating to his alleged conduct. He also has information about his  
communications with Muhammad Howard, Richard Breuninger,  
representatives of ITGA's creditors, and the bankruptcy trustee. He also has  
information about the matters set forth in the Affidavit of T. Edward  
Williams dated Feb. 12, 2020.

16 C. Representative of Defendant Peyrot and Associates, P.C.  
17 c/o David C. Van Leeuwen, Esq.  
18 Peyrot & Associates, P.C.  
62 William Street, 8th Floor  
New York, NY 10005

19 A representative of Defendant Peyrot and Associates, P.C., is expected to  
20 testify regarding policies and procedures regarding attorneys employed by  
the firm as well as material facts related to Defendant Williams and  
Defendant Williams' employment at the time of the events described in  
21 Plaintiffs' Third Amended Complaint.

22

1           D. Muhammad Howard  
2           Address to be supplemented

3           Mr. Howard has information regarding his discussions and negotiations with  
4           representatives of ITGA and T. Edward Williams.

5           E. Representatives of Hiro Investment, LLC, Nectar Investment, LLC, and  
6           Kwang Co, LLC (a principal representative is believed to be Wilson Gee)  
7           c/o RMJ Property, Inc.  
8           221 East Walnut Street, Ste. 268  
9           Pasedena, CA 91101

10          These entities have information about the Deed of Trusts and Assignment of  
11         Rents they entered into with ITGA, their efforts to foreclose on the property  
12         secured by that deed of trust, the trustee's sale relating to that property, their  
13         discussions and negotiations with representatives of ITGA, and their  
14         discussions and negotiations with Mohammad Howard.

15          F. Nathan Lynn Austin  
16          Address to be supplemented

17          Prior to and during 2018, Mr. Austin was employed as a groundskeeper at the  
18         Club West golf course and had managerial responsibilities.

19          G. Any witness listed by Defendants.

20          H. **Carolyn Johnsen**

21          **Ms. Johnsen is Plaintiffs' expert on the standard of care. She is expected  
22         to testify consistent with her Declaration Under Oath disclosed herewith.  
23         Her qualifications to testify in this matter are attached as well. Ms.  
24         Johnsen has testified once in the past four years – in the companion case  
25         from Colorado of which Defendants are aware. Ms. Johnsen charges  
26         \$875.00 per hour for all time spent on this matter, including deposition  
27         and trial.**

28          **II. LIST OF DOCUMENTS, ELECTRONICALLY STORED INFORMATION,  
29           AND TANGIBLE THINGS SUPPORTING PLAINTIFFS' CLAIM**

30          For each and every item listed below, the associated BATES stamps refer to  
31         paginated Portable Document Format ("PDF") files. If a native version of a PDF listed  
32

1 below is available, the native document is provided with a label indicating the associated  
2 BATES stamp.

- 3 1. 2014-06-06 Articles of Organization, BATES stamps 000001\_ITGA-  
4 000004\_ITGA
- 5 2. 2014-06-28 Articles of Amendment, BATES stamps 000005\_ITGA-  
6 000006\_ITGA
- 7 3. 2017-10-18 Ahwatukee News Article BATES stamps 000007\_ITGA -  
8 000010\_ITGA
- 9 4. 2017-11-27 Operating Agreement of ITGA BATES stamps 000011\_ITGA -  
10 000046\_ITGA
- 11 5. 2017-11-28 Deed of Trust between ITGA and Hiro investment BATES  
12 stamps 000047\_ITGA - 000078\_ITGA
- 13 6. 2017-11-28 Deed of Trust between ITGA and Hiro investment BATES  
14 stamps 000079\_ITGA - 000106\_ITGA
- 15 6. 2017-11-28 Deed of Trust between ITGA and Hiro investment  
16 BATES stamps 000107\_ITGA - 000134\_ITGA
- 17 7. 2018-03-07 Ahwatukee News Article BATES stamps 000135\_ITGA-  
18 000137\_ITGA
- 19 8. 2018-03-25 Ahwatukee News Article BATES stamps 00138\_ITGA-  
20 000141\_ITGA
9. 2018-04-04 Ahwatukee News Article BATES stamps 000142\_ITGA-  
000146\_ITGA
10. 2018-04-05 Ahwatukee News Article BATES stamps 000147\_ITGA-  
000150\_ITGA
11. 2018-08-17 Membership Interest Purchase Agreement-ITGA and Dab  
22 Drilling BATES stamps 000151\_ITGA
12. 2018-08-17 Ultegra proposal letter to ITGA BATES stamps 000155\_ITGA-  
000156\_ITGA

- 1 13. 2018-08-19 email BATES stamps 000157\_ITGA-000158\_ITGA
- 2 14. 2018-08-19 email (2) BATES stamps 000159\_ITGA-000160\_ITGA
- 3 15. 2018-08-19 email (3) BATES stamps 000161\_ITGA-000163\_ITGA
- 4 16. 2018-08-20 email BATES stamps 000164\_ITGA-000164\_ITGA
- 5 17. 2018-08-20 email (2) BATES stamps 000165\_ITGA-000167\_ITGA
- 6 18. 2018-08-20 to 2019-01-22 text messages 000168\_ITGA – 000195\_ITGA.  
BATES stamps 000168\_ITGA-000195\_ITGA, native files provided.
- 7 19. 2018-08-20 Voluntary Petition for ITGA Filing Bankruptcy BATES stamps  
000196\_ITGA-000199\_ITGA
- 8 20. 2018-08-21 Ahwatukee News Article BATES stamps 000200\_ITGA-  
000202\_ITGA
- 9 21. 2018-08-22 Notice-Order Setting Ch 11 Conference BATES stamps  
000203\_ITGA-000203\_ITGA
- 10 22. 2018-08-22 US BK Court Notice to Filer-Incomplete or Deficient Filing  
BATES stamps 000204\_ITGA-000206\_ITGA
- 11 23. 2018-08-27 email BATES stamps 000207\_ITGA-000208\_ITGA.
- 12 24. 2018-08-28 email BATES stamps 000209\_ITGA
- 13 25. 2018-08-28 email BATES stamps 000210\_ITGA-000211\_ITGA
- 14 26. 2018-08-28 Order Dismissing Case BATES stamps 000212\_ITGA-  
000213\_ITGA
- 15 27. 2018-08-30 Ahwatukee News Article BATES stamps 000214\_ITGA-  
000216\_ITGA.
- 16 28. 2018-08-30 Ahwatukee News Article (2) BATES stamps 000217\_ITGA-  
000219\_ITGA.
- 17 29. 2018-09-04 email BATES stamps 00220\_ITGA-000220\_ITGA
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- 1 30. 2018-09-05 Ahwatukee News Article BATES stamps 000221\_ITGA-
- 2 000224\_ITGA
- 3 31. 2018-09-05 email BATES stamps 000225\_ITGA-000225\_ITGA.
- 4 32. 2018-09-05 Trustee Deed Upon Sale Hiro Investment-Kwang Co. LLC  
BATES stamps 000226\_ITGA-000252\_ITGA.
- 5 33. 2018-09-07 Emergency Mtn to Reinstate BATES stamps 000253\_ITGA-  
000259\_ITGA
- 6 34. 2018-09-08 email BATES stamps 000260\_ITGA-000261\_ITGA.
- 7 35. 2018-09-10 email BATES stamps 000262\_ITGA-000262\_ITGA
- 8 36. 2018-09-12 Resp to Emergency Motion to Reinstate BATES stamps  
000263\_ITGA-000269\_ITGA.
- 9 37. 2018-09-13 email BATES stamps 000270\_ITGA-000271\_ITGA
- 10 38. 2018-09-25 email BATES stamps 000272\_ITGA-000272\_ITGA
- 11 39. 2018-11-01 email BATES stamps 000273\_ITGA-000274\_ITGA.
- 12 40. 2018-11-30 email BATES stamps 000275\_ITGA-000275\_ITGA
- 13 41. 2018-9-4 email BATES stamps 000276\_ITGA-000277\_ITGA
- 14 42. 2018-9-4 email BATES stamps 000278\_ITGA-000279\_ITGA.
- 15 43. 2018-9-5 email BATES stamps 000280\_ITGA-000281\_ITGA
- 16 44. 2018-9-5 email BATES stamps 000282\_ITGA-000283\_ITGA
- 17 45. 2018-9-7 email BATES stamps 000284\_ITGA-000284\_ITGA
- 18 46. 2018-9-7 email BATES stamps 000285\_ITGA-000288\_ITGA
- 19 47. 2018-9-7 email BATES stamps 000289\_ITGA-000291\_ITGA
- 20 48. 2018-9-7 email BATES stamps 000292\_ITGA-000295\_ITGA
- 21 49. 2018-9-7 email BATES stamps 000296\_ITGA-000298\_ITGA.
- 22

- 1 50. 2018-9-7 email BATES stamps 000299\_ITGA-000299\_ITGA
- 2 51. 2018-9-10 email BATES stamps 000300\_ITGA-000301\_ITGA.
- 3 52. 2018-9-11 email BATES stamps 000302\_ITGA-000303\_ITGA
- 4 53. 2018-8-17 Agreement BATES stamps 000304\_ITGA-000304\_ITGA
- 5 54. 2018-8-28 email BATES stamps 000305\_ITGA-000306\_ITGA
- 6 55. Reimbursement sheet email attachment to 2018-8-28 email BATES stamps  
000307\_ITGA-000312\_ITGA
- 7 56. 2018-8-28 email BATES stamps 000313\_ITGA-000313\_ITGA
- 8 57. A/P Aging Detail email attachment to 2018-8-28 email BATES stamps  
000314\_ITGA-000314\_ITGA
- 9 58. 2018-8-31 email BATES stamps 000315\_ITGA-000315\_ITGA
- 10 59. Balance sheet email attachment to 2018-8-31 email BATES stamps  
000316\_ITGA-000317\_ITGA
- 11 60. Texts with Ernhart, also included as a folder with image files BATES stamps  
000318\_ITGA-000458\_ITGA
- 12 61. Affidavit of Defendant Williams BATES stamps 000459\_ITGA-  
000799\_ITGA.
- 13 62. April 3 Status summary to CEO Lawrence & Geyser BATES stamps  
000800\_ITGA, native file provided.
- 14 63. New Club West Golf Club Business Plan revision 2.5, dated January 23,  
2017. BATES stamps 000801\_ITGA-000854\_ITGA.
- 15 64. Deposition of Richard Breuninger, dated January 13, 2022. BATES stamps  
000855\_ITGA-001042\_ITGA
- 16 65. Driving Range Annual Cash Flow Projections BATES stamps  
001043\_ITGA-001043\_ITGA.
- 17 66. Maricopa County Assessor's Office 2019 Property Valuations for ITGA,  
dated February 23, 2018. BATES stamps 001044\_ITGA-001050\_ITGA
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1 67. Defendant Williams Deposition, taken in the Colorado matter on September  
2 21, 2021 and on October 22, 2021 BATES stamps 001051\_ITGA-  
001051\_ITGA

3 67 T. Edward Williams, Vol 2 (Read and Sign letter with attachments), BATES  
4 stamps 001052\_ITGA-001054\_ITGA

5 68. 09-20-21 Williams T. Edward\_FullSize, BATES stamps 001055\_ITGA-  
001228\_ITGA

6 69. Club West 2017-2018 Season Performance spreadsheet, v2Copy of Budget  
7 CW Worksheet(34553) BATES stamps 001229\_ITGA, native file provided.

8 70. Privilege log - BATES stamps ITGA NY 001230\_ITGA

9 71. Signed Verifications BATES stamps 001233\_ITGA-001234\_ITGA

10 72. Breuninger Settlement Agreement, BATES stamps 001235\_ITGA

11 73. Breuninger Agreement -Signature Page, BATES stamps 001236\_ITGA

12 74. January 7, 2015 John Deere quote to Club West, BATES stamps  
001237\_ITGA-001250\_ITGA

13 75. April 16, 2015 Turf Equipment Source invoice to Club West, BATES stamps  
001251\_ITGA-001251\_ITGA

14 76. April 23, 2015 letter of endorsement from the National Indian Gaming  
15 Association to ITGA, BATES stamps 001252\_ITGA-001252\_ITGA

16 77. June 5, 2017 T. Edward Williams, Esq. engagement letter to Ultegra re: High  
17 Plains Computing, Inc., BATES stamps 001253\_ITGA-001257\_ITGA

18 78. June 15, 2017 T. Edward Williams, Esq. engagement letter to Ultegra Sloan's  
Lake Apartment, LLC, BATES stamps 001258\_ITGA-001261\_ITGA

19 79. June 16, 2017 T. Edward Williams, Esq. engagement letter to Ultegra re:  
20 EcoHomes of Northwest Indiana, LLC, BATES stamps 001262\_ITGA-  
001266\_ITGA

21 80. August 16, 2017 T. Edward Williams, Esq. engagement letter to Ultegra re:  
22 Citibank, BATES stamps 001267\_ITGA-001270\_ITGA

- 1 81. August 24, 2017 T. Edward Williams, Esq. engagement letter to Ultegra re:  
2 Lucky Bucks, BATES stamps 001271\_ITGA-001274\_ITGA
- 3 82. August 25, 2017 Letter of Intent to Submit Offer to Buy Club West Golf  
4 Course from ITGA to Wilson Gee, BATES stamps 001275\_ITGA-  
001275\_ITGA
- 5 83. August 28, 2017 Letter of Intent to Submit Offer to Buy Club West Golf  
6 Course from ITGA to Gila River Indian Community, BATES stamps  
001276\_ITGA-001276\_ITGA
- 7 84. September 17, 2017 T. Edward Williams, Esq. engagement letter to Ultegra  
re: Cultura Fusion, BATES stamps 001277\_ITGA-001280\_ITGA
- 8 85. September 20, 2017 T. Edward Williams, Esq. engagement letter to Ultegra  
BATES stamps 001281\_ITGA-001284\_ITGA
- 9 86. September 24, 2017 T. Edward Williams, Esq. engagement letter to Ultegra  
re: Hostetler Litigation, BATES stamps 001285\_ITGA-001289\_ITGA
- 10 87. October 2017 through February 2018, Club West profits and losses page 2,  
BATES stamps 001290\_ITGA-001292\_ITGA
- 11 88. October 2017 through February 2018, Club West profits and losses, BATES  
stamps 001293\_ITGA-001294\_ITGA
- 12 89. October 5, 2017 ITGA purchase Club West agreement signed, BATES  
stamps 001295\_ITGA-001295\_ITGA
- 13 90. October 5, 2017 ITGA purchase Club West agreement, BATES stamps  
001296\_ITGA-001296\_ITGA
- 14 91. October 17, 2017 Club West Articles Of Organization, BATES stamps  
001297\_ITGA-001300\_ITGA
- 15 92. October 31, 2017 Midfirst Bank ITGA statement, BATES stamps  
001301\_ITGA-001309\_ITGA
- 16 93. November 27, 2017 ITGA operating agreement, BATES stamps  
001310\_ITGA-001345\_ITGA

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- 1 94. November 30, 2017 Midfirst Bank ITGA statement, BATES stamps  
001346\_ITGA-001352\_ITGA
- 2 95. December 28, 2017 Club West Armstrong Residential Services payment  
schedule, BATES stamps 001353\_ITGA-001353\_ITGA
- 3 96. December 31, 2017 Midfirst Bank Club West statement, BATES stamps  
001354\_ITGA-001370\_ITGA
- 4 97. December 31, 2017 Midfirst Bank ITGA statement, BATES stamps  
001371\_ITGA-001376\_ITGA
- 5 98. 2018, ITGA Club West operable equipment inventory, BATES stamps  
001377\_ITGA-001386\_ITGA
- 6 99. January 23, 2018 term letter, BATES stamps 001387\_ITGA-001390\_ITGA
- 7 100. January 31, 2018 Midfirst Bank Club West statement, BATES stamps  
001391\_ITGA-001411\_ITGA
- 8 101. February 6, 2018, UCC statement, BATES stamps 001412\_ITGA-  
001413\_ITGA
- 9 102. February 28, 2018 Club West ap aging detail, BATES stamps  
001414\_ITGA-001414\_ITGA
- 10 103. February 28, 2018 Club West Articles Of Amendment, BATES stamps  
001415\_ITGA-001417\_ITGA
- 11 104. February 28, 2018 Midfirst Bank Club West statement, BATES stamps  
001418\_ITGA-001435\_ITGA
- 12 105. March 20, 2018, Club West ITGA hearing presentation, BATES stamps  
001436\_ITGA-001444\_ITGA
- 13 106. May 14, 2018 Southwest Geophysics proposal, BATES stamps  
001445\_ITGA-001454\_ITGA
- 14 107. May 23, 2018 FinMkt loan application, BATES stamps 001455\_ITGA-  
001456\_ITGA
- 15
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- 1 108. May 23, 2018 Prospera Investments, BATES stamps 001457\_ITGA-  
2 001460\_ITGA
- 3 109. May 30, 2018 Global Capital Partners Fund loan application, BATES stamps  
4 001461\_ITGA-001462\_ITGA
- 5 110. June 5, 2018 Global Capital Partners Fund request for Letter of Intent,  
6 BATES stamps 001463\_ITGA-001463\_ITGA
- 7 111. June 6, 2018 Global Capital Partners Fund Letter of Intent, BATES stamps  
8 001464\_ITGA-001466\_ITGA
- 9 112. June 20, 2018 FinMkt personal statement, BATES stamps 001467\_ITGA-  
10 001468\_ITGA
- 11 113. June 21, 2018 Global Capital Partners Fund loan commit letter, BATES  
12 stamps 001469\_ITGA-001472\_ITGA
- 13 114. July 3, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052269, BATES  
14 stamps 001473\_ITGA-001473\_ITGA
- 15 115. July 3, 2018 Richard Breuninger Pawn 1st re: LT-s03052274, BATES  
16 stamps 001474\_ITGA-001474\_ITGA
- 17 116. July 3, 2018 Richard Breuninger Pawn 1st re: LT-s03052275, BATES  
18 stamps 001475\_ITGA-001475\_ITGA
- 19 117. July 5, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052305, BATES  
20 stamps 001476\_ITGA-001476\_ITGA
- 21 118. July 5, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052306, BATES  
22 stamps 001477\_ITGA-001477\_ITGA
119. July 5, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052342, BATES  
stamps 001478\_ITGA-001478\_ITGA
120. July 5, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052343, BATES  
stamps 001479\_ITGA-001479\_ITGA
121. July 6, 2018 notice and claim of lien ad to ITGA, BATES stamps  
00001480\_ITGA-001495\_ITGA

1 122. July 7, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052420, BATES  
2 stamps 001496\_ITGA-001496\_ITGA

3 123. July 9, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052486, BATES  
4 stamps 001497\_ITGA-001497\_ITGA

5 124. July 10, 2018 Nathan Lynn Austin Pawn 1st re: LT-s03052548, BATES  
6 stamps 001498\_ITGA-001498\_ITGA

7 125. July 11, 2018 Erik Becker, CPA Notice and Claim of Lien re: ITGA, BATES  
8 stamps 00001499\_ITGA-001513\_ITGA

9 126. July 17, 2018 Richard Breuninger Smart Pawn, BATES stamps  
001514\_ITGA-001514\_ITGA

10 127. August 2018 T. Edward Williams, Esq. time entries, BATES stamps  
001515\_ITGA-001515\_ITGA

11 128. August 2, 2018 payment to Global Capital Partners Fund, BATES stamps  
001516\_ITGA-001516\_ITGA

12 129. August 17, 2018 tribal shield to ITGA, BATES stamps 001517\_ITGA-  
001517\_ITGA

13 130. August 17, 2018 Ultegra term sheet to ITGA, BATES stamps 001518\_ITGA-  
001519\_ITGA

14 131. August 20, 2018 Bankruptcy ECF notice re: meeting of creditors scheduled,  
BATES stamps 001520\_ITGA-001520\_ITGA

15 132. August 20, 2018 Bankruptcy ECF notice re: notice of Bankruptcy filing,  
BATES stamps 001521\_ITGA-001522\_ITGA

16 133. August 20, 2018 ECF email to T. Edward Williams, Esq., BATES stamps  
001523\_ITGA-001524\_ITGA

17 134. August 20, 2018 Muhammad Howard pay.gov receipt, BATES stamps  
001525\_ITGA-001525\_ITGA

18 135. August 21, 2018 Bankruptcy ECF notice re: barnes notice of appearance,  
BATES stamps 001526\_ITGA-001527\_ITGA

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- 1 136. August 21, 2018 CNS Western Bankruptcy Report, BATES stamps  
001528\_ITGA-001531\_ITGA
- 2 137. August 21, 2018 Jeffrey C. Perea email to T. Edward Williams, Esq. re  
ITGA-001532\_ITGA-001532\_ITGA
- 3 138. August 22, 2018 Bankruptcy ECF notice re: deficiency notice, BATES  
stamps 001533\_ITGA-001533\_ITGA
- 4 139. August 22, 2018 Bankruptcy ECF notice re: order setting status conference,  
BATES stamps 001534\_ITGA-001534\_ITGA
- 5 140. August 22, 2018 Bankruptcy ECF notice re: trustee notice of appearance,  
BATES stamps 001535\_ITGA-001536\_ITGA
- 6 141. August 24, 2018 Bankruptcy ECF notice re: deficiency notice, BATES  
stamps 001537\_ITGA-001537\_ITGA
- 7 142. August 27, 2018 Bankruptcy ECF notice re: deficiency notice, BATES  
stamps 001538\_ITGA-001539\_ITGA
- 8 143. August 27, 2018 Muhammad Howard email to T. Edward Williams, Esq.,  
BATES stamps 001540\_ITGA-001540\_ITGA
- 9 144. August 27, 2018 Muhammad Howard email to T. Edward Williams, Esq. list  
of assets, BATES stamps 001541\_ITGA-001541\_ITGA
- 10 145. August 28, 2018 Bankruptcy ECF notice re: case dismissed order, BATES  
stamps 001542\_ITGA-001542\_ITGA
- 11 146. August 28, 2018 CNS Western Bankruptcy Report, BATES stamps  
001543\_ITGA-001545\_ITGA
- 12 147. August 28, 2018 Muhammad Howard and T. Edward Williams, Esq. texts,  
BATES stamps 001546\_ITGA-001546\_ITGA
- 13 148. August 29, 2018 Bankruptcy ECF notice status conference vacated, BATES  
stamps 001547\_ITGA-001547\_ITGA
- 14 149. August 30, 2018 Bankruptcy ECF notice certificate of notice re: dismissal,  
BATES stamps 001548\_ITGA-001548\_ITGA
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- 1 150. August 30, 2018 text to T. Edward Williams, Esq., BATES stamps  
001549\_ITGA-001549\_ITGA
- 2 151. August 31, 2018 Muhammad Howard email to T. Edward Williams, Esq. re:  
3 debtors 1, BATES stamps 001550\_ITGA-001550\_ITGA
- 4 152. August 31, 2018 Muhammad Howard email to T. Edward Williams, Esq. re:  
5 debtors 2, BATES stamps 001551\_ITGA-001551\_ITGA
- 6 153. August 31, 2018 unsigned Osborn Maledon fee agreement to ITGA, BATES  
stamps 00001552\_ITGA-001557\_ITGA
- 7 154. September 4, 2018 Sominksy to T. Edward Williams, Esq. re local counsel  
8 on Bankruptcy case in AZ, BATES stamps 001558\_ITGA-001561\_ITGA
- 9 155. September 5, 2018 T. Edward Williams, Esq. email to Sominksy Re local  
counsel on Bankruptcy case, BATES stamps 001562\_ITGA-001565\_ITGA
- 10 156. September 7, 2018 Bankruptcy ECF notice re: Motion to Reinstate, BATES  
11 stamps 001566\_ITGA-001567\_ITGA
- 12 157. September 7, 2018 T. Edward Williams, Esq. partial AT&T statement,  
13 BATES stamps 001568\_ITGA-001571\_ITGA
- 14 158. October 17, 2018 Nathan Lynn Austin misc pawn, BATES stamps  
001572\_ITGA-001572\_ITGA
- 15 159. December 1, 2018 Club West loan amortization schedule, BATES stamps  
001573\_ITGA-001580\_ITGA
- 16 160. August 24, 2021 Default Hearing Transcript in Maricopa County ITGA case,  
17 BATES stamps 001581\_ITGA-001591\_ITGA
- 18 161. Bankruptcy case docket, BATES stamps 001592\_ITGA-001594\_ITGA
- 19 162. Example Certificate Of Liability Insurance, BATES stamps 001595\_ITGA-  
001595\_ITGA
- 20 163. Global Capital Partners Fund Limited wire instructions, BATES stamps  
001596\_ITGA-001596\_ITGA
- 21 164. Handwritten asset list, BATES stamps 001597\_ITGA-001598\_ITGA
- 22

- 1 165. ITGA background, BATES stamps 001599\_ITGA-001606\_ITGA
- 2 166. ITGA-CLUB WEST CPA summary and background, BATES stamps  
001607\_ITGA-001609\_ITGA
- 3 167. Undated pawn receipt, BATES stamps 001610\_ITGA-001621\_ITGA
- 4 168. All pleadings, motions, and depositions in this matter and related matters,  
and discovery and disclosure submitted by Defendants in this matter and  
related matters.
- 5 169. 2018-02-28 Club West Golf Course Balance Sheet
- 6 170. 2017-10 to 2018-02 Club West Golf Course Profit and Loss
- 7 171. 2017-10-05 ITGA Promissory Note and Agreement
- 8 172. 2023-09-10 and 2023-09-14 Flights information for Richard Breuninger
- 9 173. 2023-09-10 through 2023-09-13 Hotel fees for Richard Breuninger
- 10 174. **Declaration of Carolyn Johnsen**
- 11 175. **Resume of Carolyn Johnsen**

### 12 **III. DAMAGES**

13 Defendants Williams and Peyrot & Associates, P. C.'s breach of their duties of care  
14 owed to Plaintiff ITGA caused Plaintiff ITGA to lose Club West to foreclosure  
15 proceedings. Plaintiffs believe that the fair market value of Club West was \$2,000,000.00  
16 at the time of the foreclosure and that Plaintiffs owed \$1,300,000.00 for Club West to  
17 Wilson Gee and others at the time of the foreclosure, thus resulting in a loss of  
18 \$700,000.00.

19 Additionally, Defendants Williams and Peyrot & Associates, P. C. consciously  
20 pursued a course of conduct knowing that it created a substantial risk of significant harm to  
21  
22

1 Plaintiff ITGA by failing to comply with Bankruptcy Court Rules and Arizona's Ethical  
2 Rules such that an award of punitive or exemplary damages is appropriate.

3 **IV. INSURANCE AGREEMENTS**

4 Plaintiff is not in possession or aware of any relevant insurance agreements.

5 DATED this 31<sup>st</sup> day of January, 2024

6 MICK LEVIN, PLC

7 /s/ Mick Levin  
8 Mick Levin  
9 Attorneys for Plaintiffs

10 CERTIFICATE OF SERVICE

11 I hereby certify that on this 31<sup>st</sup> day of January, 2024 the foregoing document was  
12 emailed to the following:

13 T. Edward Williams  
14 WILLIAMS, LLP  
15 45 Rockefeller Plaza; FL 20  
16 New York, NY 10111  
17 [edward@williamsllp.com](mailto:edward@williamsllp.com)  
18 Counsel for Defendant Williams

19 PEYROT & ASSOCIATES, PC  
20 David C. Van Leeuwen, Esq.  
21 PEYROT & ASSOCIATES, PC  
22 62 William Street, 8th Floor  
New York, New York 10005  
[David.vanleeuwen@peyrotlaw.com](mailto:David.vanleeuwen@peyrotlaw.com)  
Counsel for Defendants Peyrot & Associates

23 /s/ C. Berry  
24 Christy Berry

DECLARATION OF CAROLYN J. JOHNSEN UNDER PENALTY OF PERJURY

1. I, Carolyn J. Johnsen, declare under penalty of perjury under Colorado law that the following is true and correct to the best of my knowledge, information and belief. I am over the age of 18 and if called upon to testify, I would testify competently to the facts, conclusions, and opinions set forth in this Declaration.
2. I am a senior member/partner with the law firm of Dickinson Wright, PLLC, a 475-lawyer firm with 19 offices nationwide and in Toronto, Canada. I practice in the Phoenix office.
3. I am licensed to practice law in the State of Arizona (admitted 1988) and the State of Texas (admitted 1980) and am in good standing in both states.
4. I am admitted to practice before the following courts: United States Supreme Court; Court of Appeals for the Ninth Circuit; Bankruptcy Appellate Panel for the Ninth Circuit; District Courts (and Bankruptcy Courts) for Arizona, the Northern District of Texas, and the Southern District of Texas.
5. I have practiced commercial bankruptcy law in Arizona for 35 years. I have represented clients in all aspects related to Chapter 11 bankruptcies including debtors, creditors, creditor committees and trustees. My resume is attached as **Exhibit 1** to this Declaration. As a result, I am familiar with Chapter 11 bankruptcy proceedings in the United States Bankruptcy Court for the District of Arizona (the “**Court**”) and the Court’s Local Rules of Procedure (the “**Local Rules**”).
7. I have reviewed Plaintiffs’ Complaint in this matter as well as the exhibits thereto.
8. I have been asked to assume that the allegations contained in the Complaint will be proven as true in a court of law. Specifically, I understand that
  - In August of 2018, ITGA (“**ITGA**”) owned a property referred to as the Foothills Club West Golf Course (the “**Property**”) that was subject to a first position deed of trust lien securing a loan to ITGA by Hiro Investment LLC, Nectar Investment LLC and Kwang Co. LLC (the “**Lender**”). After declaring a default on the loan, on or about May 14, 2018, the Lender filed a Notice of Trustee’s Sale scheduling a foreclosure of the Property for August 21, 2018.<sup>1</sup>
  - On August 20, 2018, in order to prevent the foreclosure sale and preserve the Property as an asset, ITGA filed a voluntary Chapter 11 petition in the United States Bankruptcy Court for the District of Arizona thereby commencing case No. 2:18-bk-10070-MCW (the “**Case**”).

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<sup>1</sup> The Notice is attached as Exhibit 5 to the Plaintiffs’ Complaint.

9. Upon the filing of the Case, Section 362 of the Bankruptcy Code effectuated an “automatic stay” of certain actions pending by creditors with respect to property owned by ITGA. Consequently, the Lender’s foreclosure was stayed pending further order by the Bankruptcy Court. The Lenders continued the Trustee’s Sale until September 4, 2021 (the “**Rescheduled Sale Date**”).

10. In my career, I have represented numerous clients in situations such as the Plaintiffs in which I filed a Chapter 11 bankruptcy on the eve of a foreclosure in order to effectuate the automatic stay.

11. In formulating my opinion, I have reviewed the Bankruptcy Docket for the Case and all of the pleadings referenced therein (**Exhibit 2**). These documents are all of public record.

- On August 20, 2018, T. Edward Williams filed a voluntary Chapter 11 bankruptcy petition (the “**Petition**”) on behalf of ITGA , LLC [Doc No. 1] (**Exhibit 3**). He signed the Petition as the attorney for the Debtor and listed his address as Armstrong Teasdale LLP, 4643 South Ulster Street, Suite 800, Denver, Colorado, 80237, contact phone 720.200.0614; and email address [ewilliams@armstrongteasdale.com](mailto:ewilliams@armstrongteasdale.com).
- The Docket Text related to the Petition filing contained the following language *Failure to timely upload the list of creditors, may result in dismissal of the case without further notice.*
- On August 22, 2018, the Clerk of the Bankruptcy Court filed its *Notice to Debtor(s) of Incomplete or Deficient Filings and that Debtor(s) Must File All required Documents or their Case will be Dismissed without Further Notice* (the “**Notice**”) [Doc No. 5] (**Exhibit 4**).
- The Notice provided that *NOTICE IS GIVEN THAT the above debtor(s) have filed a voluntary petition and that debtor(s) have not filed the documents checked below or have filed them without all the required information. Failure to timely file all required documents with all required information and within the time periods stated will result in the dismissal of this case* (emphasis added).
- The Notice specified the following requirement: *A typed list of creditors in the required format of a master mailing list required to be filed within **seven days** of the date of the filing of the bankruptcy petition by Local Rule of Bankruptcy Procedure 1007-1 and Federal Rule of Bankruptcy Procedure 1007.* (emphasis added).
- The Notice was sent to T. Edward Williams by e-mail at [ewilliams@armstrongteasdale.com](mailto:ewilliams@armstrongteasdale.com) as set forth in the Certificate of Service filed by the Clerk of the Bankruptcy Court on August 7, 2018 [Doc No. 7] (**Exhibit 5**).

- On August 28, 2018, the Bankruptcy Court issued its *Order Dismissing Case* specifically based on the failure to file a list of creditors in the proper format as required by Local Bankruptcy Rule 1007-1 (the “**Dismissal Order**”) [Doc No. 9]. The Clerk of the Bankruptcy Court sent notice of the Dismissal Order to T. Edward Williams by e-mail at [ewilliams@armstrongteasdale.com](mailto:ewilliams@armstrongteasdale.com) as set forth in the Certificate of Service filed by the Clerk of the Bankruptcy Court on August 28, 2018 [Doc No. 11] (**Exhibit 6**).

11. Also pertinent to my opinion are the following rules of procedure, in pertinent part, pertaining to the Case:

- Federal Rule of Bankruptcy Procedure (“**FRBP**”) 1007 provides that
  - (a) (1) *In a voluntary case, the debtor shall file with the petition a list containing the name and address of each entity included or to be included on Schedules D, E, F, G, and H as prescribed by the Official Forms.*
  - (d) *In addition to the list required by subdivision (a) of this rule, a debtor ...in a voluntary chapter 11 reorganization case shall file with the petition a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders, as prescribed by the appropriate Official Form.*
- Local Rule 1007-1 provides:
  - (a) *Master Mailing List.*
    - (1) *A master mailing list must be filed with the petition in the format required by the Clerk. . . .*
    - (3) *The debtor shall have seven (7) days from the filing of the petition to file a master mailing list that complies with the above requirements. If a master mailing list does not comply, the Clerk will immediately notify the debtor's attorney or debtor, if pro se. Failure to timely file a properly formatted master mailing list will be cause for dismissal of the petition without further notice or a hearing* (emphasis added).

11. According to the Bankruptcy Docket, it is clear that

- T. Edward Williams did not file a list of creditors at any time during the Case.
- T. Edward Williams did not file any pleading or request to continue the deadline for filing a list of creditors.
- After the Dismissal Order was entered and prior to the Rescheduled Sale, T. Edward Williams did not take any steps to re-instate the Case or to file a new bankruptcy case for ITGA in order to stay the foreclosure.

12. Without a bankruptcy pending, the foreclosure occurred on the Rescheduled Date of September 4, 2018.<sup>2</sup> Three days later, on September 7, 2018 T. Edward Williams filed an Emergency Motion to Reinstate Case and To Reinstate Automatic Stay (the “Reinstatement”) [Doc No. 12] (**Exhibit 7**). On September 12, the Lender filed its Opposition to Emergency Motion to Reinstate Case and to Reinstate Automatic Stay [Doc No. 13] (**Exhibit 8**).

13. The Bankruptcy Docket does not reflect that T. Edward Williams took any steps to have the Reinstatement heard by the Court. The Court did not rule on the Reinstatement and on January 22, 2019, the Court issued its Order closing the Case [Doc No. 14] (**Exhibit 9**).

14. I have been asked to assume that ITGA, LLC did not desire for the Chapter 11 Bankruptcy to be dismissed and did desire it to be refiled when dismissed so as to preserve Club West as an asset.

15. Based upon my training, education, and experience, it is my opinion that

- Had T. Edward Williams filed even a single creditor as its list of creditors prior to the August 28, 2018 dismissal, the Case would not have been dismissed on the basis cited in the Dismissal Order.
- Had T. Edward Williams filed a request to extend the deadline for submission of the list of creditors, which requests are routinely granted in the District of Arizona, it is extremely doubtful that the Case would have been dismissed on the basis cited in the Dismissal Order.
- After the Dismissal Order was entered and prior to the Rescheduled Sale, T. Edward Williams had sufficient time and was not prevented from taking steps to re-instate the Case or to file a new bankruptcy case for ITGA in order to stay the foreclosure.

16. In my opinion, a bankruptcy attorney in the State of Arizona falls below the standard of care in these circumstances if:

- The attorney representing a debtor in a Chapter 11 bankruptcy fails to timely file a list of creditors or a request for an extension of time to file such list in light of the clear and undisputable consequences of dismissal of the case for failure to do so.
- After filing a Chapter 11 bankruptcy in order to stay a foreclosure and being aware that the case has been dismissed and the foreclosure is still pending, the attorney fails to take timely steps to re-instate the case or file a new case to preserve the asset.

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<sup>2</sup> See Exhibit 11 to Plaintiffs’ Complaint.

17. In my opinion, T. Edward Williams fell below the standard of care for a bankruptcy attorney in the State of Arizona by:

- Failing to file a list of creditors as required by the FBRP and Local Rules.
- Failing to request an extension of time to file the list of creditors, if necessary; and
- Failing to take steps to re-instate the Case or file a new case in order to preserve the Property as an asset.

I declare under penalty of perjury under the law of Colorado that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 22nd day of December, 2021 at Maricopa County, Arizona.

/s/ Carolyn J. Johnsen  
Carolyn J. Johnsen

4888-6951-8343 v1 [99998-2606]



### CAROLYN JOHNSEN

Phoenix, Arizona

[cjohnsen@dickinsonwright.com](mailto:cjohnsen@dickinsonwright.com); (o) 602-285-5040 (c) 602-684-4766

Lawyer, Partner -- Dickinson Wright PLLC, a 475-attorney law firm with 19 offices nationwide and in Toronto

Career in restructuring, turnaround and crisis management

### EXPERIENCE

- Over 30 years of experience in creating complex restructuring plans for multi-million dollar companies in multiple industries
- Vast experience in working with boards of directors and executive management of public and private companies to assess business and industry position
- High level expertise in strategy and execution in working with well over 100 companies, both public and private in multiple industries including Manufacturing, Distribution, Hospitality, Aviation, Health Care and Real Estate
- Top level skill in assessing a company's business, its industry position, and its operational, managerial, and financial structure and debt; (2) negotiation with multiple constituencies including government regulatory agencies; (3) working closely with directors and senior management to devise strategies for restructure, sale, purchase, or merger; (4) developing creative plans to achieve the company's goals

### SIGNIFICANT REPRESENTATIONS AND NATIONAL RECOGNITION

- Represented Unsecured Creditor Committee for multi-million dollar airline parts manufacturing company with national and international distribution; successfully negotiated plan for survival of the company and payment to creditors; recognized nationally by Turnaround Management Association as Small Company Turnaround of the Year for 2018
- Represented Unsecured Creditor Committee in successful reorganization of two hospitals; recognized nationally by Turnaround Management Association as Mid-Sized Company Turnaround of the year for 2017 and by the M&A Advisor for its Health Care/Life Sciences Deal of the Year for 2016
- Served as lead counsel for Debtor company with a \$1 billion commercial loan portfolio, 2400 investors, and multiple borrowers; responsible for revamping board and management; minimized and controlled litigation; resolved compliance issues with State Banking Department, SEC and State Attorney General; protected company's position in six simultaneous multi-million dollar bankruptcies; stabilized company to permit a court and creditor approved plan of reorganization
- Continued representation of Arizona's largest utility company in bankruptcy matters guiding the Board of Directors and General Counsel in formulating and implementing policies and procedures and negotiating and finalizing multi-million dollar power agreements and plant sales

- Served as lead counsel to owner of national sports franchise in a Chapter 11 bankruptcy by the franchise; negotiated with national league, creditors and municipal stadium owner regarding competitive sale of franchise, player contracts, team assets, and assumption of stadium rights and contracts
- Represented international, NASDAQ-traded software company in commercial bankruptcy matters, guiding General Counsel in formulating policies and procedures
- Represented Unsecured Creditors Committee successful reorganization of a publicly-held food manufacturing company with nationwide and international manufacturing facilities; negotiated full payment plan with return to shareholders
- Represented Unsecured Creditors' Committee in successful sale of publicly held company engaged in the international manufacturing of automobile chargers and related products

## **LEGAL CONTRIBUTIONS**

- Selected one of 15 lawyers state-wide as a founding Master of the Arizona Bankruptcy Inn of Court 2011; served on Board of Directors 2012-13
- Founder of Arizona's CARE (Credit Abuse Resistance Education) program in 2006 designed to teach high school and college students about financial responsibility; coordinated and led committee of lawyers and judges who taught over 1,000 students in numerous schools
- Co-Chair 2007-2009 state-wide committee to raise funds to revitalize programs at the Sandra Day O'Connor School of Law in Justice O'Connor's honor; received School's Distinguished Achievement Award
- Ninth Circuit Lawyer Representative to Circuit Judicial Conference 2003-05
- Committee on Bankruptcy Self-Help Assistance – Court appointed member 2005-06
- Bankruptcy Appellate Panel Rules Committee – Court appointed member 2001
- Bankruptcy Court Mediator 2005-present
- Turnaround Management Association Member 1998-present
- American Bankruptcy Institute Member 1991-present

## **AWARDS**

- Selected Top 100 Lawyers in the State of Arizona-Arizona Business Magazine 2015-2021
- Selected Most Influential Women in Arizona-Arizona Business Magazine 2015
- Best Lawyers in America for 2008-21; 50 Southwest Super Lawyers for 2007-2021
- Top Ten Leading Lawyers in Arizona 2006
- Top five finalist for the Arizona Woman Magazine's Woman of the Year 2009 and Golden Heart of Business 2008
- Best of the Bar-Arizona Business Journal 2003-05
- Honorary Squadron Commander – Luke Air Force Base

## NATIONAL AND COMMUNITY NON-PROFIT BOARD SERVICE

- Board of Directors, Smithsonian Libraries, the largest museum and research library system in the world 2014-2020-- Vice Chair 2018-2020; Chair year-long 50<sup>th</sup> Anniversary celebration in Washington D.C. 2018; Chair, Prospective Donor and Event Committee 2016-18
- Co-Chair 2015-18 of the Alumnae of Direct Women, a national organization consisting of approximately 150 experienced lawyers who promote women in serving on corporate boards of directors
- Board of Directors, National Association of Women Business Owners, Arizona Chapter 1997- 2001; chief financial officer responsible for chapter finances and interaction with national organization; organized comprehensive financing seminar for women and bank representatives on obtaining credit
- Co-chair Board of Directors, Arizona Council for Women, 1999-2001; led organization to coordinate efforts of women organizations representing over 84,000 women in Arizona and interaction with governmental agencies
- Chair Board of Directors, Ballet Lubbock, Lubbock, Texas 1985-1987; stabilized floundering ballet company; developed comprehensive fund-raising plan and established new sources of revenue through touring; principal dancer with the company

## PUBLIC FOR PROFIT BOARD SERVICE

Board of Directors, Valley Commerce Bank, nka Bank of Arizona, a publicly-held bank, from inception 1995 until sale in 2005

- Member of Executive Committee, five years; guided Bank through expansion and structuring of sale
- Chair of Audit Committee, one year; oversaw bank financial and corporate reporting
- Chair of Strategic Planning Committee, three years; developed short and long-term plans for the Bank including ultimate sale with large investment return for shareholders

## PROFESSIONAL ADMISSIONS

State Bars of Arizona and Texas

United States Supreme Court, Ninth Circuit Court of Appeals, Bankruptcy Appellate Panel for the Ninth Circuit, Arizona District Court, Texas District Courts for the Northern and Southern Districts

## PROFESSIONAL PUBLICATIONS AND PRESENTATIONS

Extensive writings and over 100 speaking presentations to educate clients, lawyers, accountants and corporate representatives on bankruptcy, restructuring, sales and acquisitions from a business perspective. Most recent:

- Co-author, *Managing Uncertainty through Financial Crisis Requires Proactive Guidance* (Blog-March 2020)

- Author and Presenter, *A Realistic Survival Option for Small Businesses-Relief Under the Small Business Reorganization Act* (March 2020)
- Co-Author, *Finding the Cure: Solutions That Can Provide Financial Stability for Physicians*—Physicians Practice (December 2019)
- Panelist: *Sales, Mergers & Acquisitions: How Bankruptcy Can Help Turn Chaos Into Opportunity in a Post-Covid World*—Tennessee Association of Corporate Counsel (May 2020)
- Author, *Supreme Court Favors Trademark Licensees on Critical Bankruptcy Issues* (Blog-July 2019)
- Co-Author, *Blessings in Disguise: Hidden Opportunities in Healthcare Bankruptcies* --Healthcare Michigan (October 2018)
- Panelist: *Top Bankruptcy Supreme Court Cases of All Time* --Arizona Federal Bar Association (February 2018)
- Presenter, *Third-Party Releases in Bankruptcy*, American Bankruptcy Institute (September 2016)
- Presenter, *The Ins and Outs of Bankruptcy from Both the Debtor and Creditor Perspectives*, Association of Corporate Counsel, Arizona Chapter (March 2013)
- Presenter/ Co-Author, *Managing the Franchise Relationship through Franchisee Receivership and Bankruptcy*, ABA National Forum on Franchising (August 2012)
- Presenter/ Co-Author, *Chapter 11 for Mom and Pop*, State Bar of Arizona CLE by the Sea (July 2012)
- Panelist, *Hot Topics in Bankruptcy*, State Bar Convention (June 2012)
- Author, *The Basic Ins and Outs of the Bankruptcy Arena for District Energy System Operators*, District Energy Magazine, International District Energy Association (August 2010)
- Panel Moderator *Bankruptcy Mediation: Why It Works and When to Use It*, State Bar of Arizona Bankruptcy Section (May 2008)
- Author, *Bankruptcy As The New Beginning*, The Phoenix Business Journal: State Bar Special Bankruptcy Section (October 2009)
- Author, *Mortgages Ltd.: Bankruptcy's Perfect Storm*, Bankruptcy Litigation Reporter (September 2009)
- Author, *The Next Chapter? In Tough Times, Filing for Chapter 11 Can be a Viable Solution* Arizona Business Magazine (June 2009)
- Moderator, *Arizona Real Estate 2008: A Perfect Storm of Financial Disaster - Finding Your Life Vest or Raft and Learning to Ride the Waves*, Turnaround Management Association, Arizona Chapter Meeting (November 2007)
- Author, *Why You Absolutely Need to Know Something About Bankruptcy: A Guide to the Bankruptcy Practice*, Reference Guide (2003, revised 2007)
- Author, *The 'B' Word is Not So Bad! Using Bankruptcy as a Business Tool*, Arizona Journal of Real Estate & Business (June 2006)
- Presenter, *The War of the Worlds, Bankruptcy Versus . . .*, American Bar Association Forum on Franchising (October 2005)
- Presenter, *Bankruptcy Abuse and Consumer Protection Act*, State Bar Seminar (September 2005)

- Presenter, *The 'B' Word is Still Not So Bad!* Golf & Resort Development (August 2004 and 2005)
- Author, *Restructuring, Sales, Financing, Acquisitions*, Gold Mountain Resort Development (August 2005)
- Presenter, *Bankruptcy Ethics*, State Bar Convention (annual presentation June 2002-2006)
- Author, *When is Receiving a 'Preference' a Bad Thing?* High Profile Arizona (February 2005)
- Presenter, *Bankruptcy*, Federal District Court Conference (annual 2002-2005)
- Presenter, *Trustees*, Conference of Chief Bankruptcy Judges (December 2004)
- Presenter, *Bankruptcy Litigation & Practice*, PESI Continuing Education (annual 1992-2006)

NON-LEGAL PUBLICATION

*Oh, What to Eat--Quick Comfort Foods for Super Busy People* – Cookbook, national distribution

## LEGAL POSITIONS INCLUDING MANAGEMENT ROLE

Dickinson Wright Partner 2014-present

Full-service law firm with 475 lawyers in 19 offices

Recruited to establish broader commercial restructuring practice and to participate on a national platform in the bankruptcy and restructuring arena

Jennings Strouss & Salmon Partner 2003-2014

Full-service law firm with 70 lawyers (one of the oldest in Arizona)

Recruited to organize and establish a commercial reorganization practice; Developed and trained section consisting of multiple lawyers and support staff; Established state, regional and national prominence for the section; Served as Department Chair with distinct managerial role in the firm

Gallagher & Kennedy Partner 2001-2003

Full-service law firm with 100 lawyers

Recruited to create reorganization department; Developed section and practice; Developed preeminent role as creditor committee counsel; Authored procedural and reference manual to guide clients in preparing for and addressing bankruptcy matters

Hebert, Schenk & Johnsen      Partner 1989-2001

Founded firm specializing in commercial bankruptcy and litigation; Participated in all aspects of management and growth

Beus, Gilbert, Wake & Morrill Associate 1987-1989

Began private practice in commercial bankruptcy with well-known and high profile 45-lawyer commercial law firm

Texas Tech University School of Law 1982-1987

Served as Assistant Dean of the Law School

Developed and coordinated Alumni fundraising efforts and created the School's first Alumni magazine; Developed and organized a Placement Office for interviewing and hiring law students; Received Distinguished Service award from the State Bar of Texas for achievements; Developed and organized a comprehensive scholarship and awards program

United States District Court 1980-1982

Law Clerk to the Chief Federal Judge for the Northern District of Texas

## **EDUCATION**

B.S. Texas A&M University (Wildlife & Fisheries Science), College Station, Texas, 1977  
J.D. Texas Tech University School of Law, Lubbock, Texas, 1980

While maintaining full-time law practice:

M.A. Military History, Norwich University, Vermont, Thesis: *Industrial Mobilization as a Critical Element of War—the Historical Foundation From World War I*, 2011

## **SIGNIFICANT REPRESENTATIONS BY INDUSTRY**

### Health Care

- Represented Debtor surgical hospital in successful reorganization with full payment to creditors and return to equity
- Represented Unsecured Creditors' Committee in successful reorganization and merger of two hospitals
- Represented Unsecured Creditors' Committee in hospital and related non-profit organization; orchestrated successful sale of hospital facilities and payment to creditors
- Represented senior note holders in multi-million dollar health care company with 33 affiliates
- Represented Unsecured Creditors' Committee in successful reorganization company with multiple MRI clinics and facilities
- Represented Unsecured Creditors' Committee and served as trustee in post-sale of assets for company with multiple sleep centers

### Hospitality and Franchise

- Representation of national hotel franchisor in various bankruptcy and restructuring matters
- Represented Debtor company in successful restructure of prominent Arizona resort hotel
- Represented Debtor company in restructure of hotels in New York, Arizona and Missouri including re-design of franchise agreements with national hotel chains
- Represented Debtor company in restructure of 10 hotels in 5 states including compliance with governmental requirements
- Represented interests of \$125 million in bond debt of publicly-held franchisor and operator of 460 restaurants and specialty retail stores
- Represented Unsecured Creditors' Committee of operator of restaurants throughout the Southwestern United States; successfully negotiated plan for survival of the company and payment to creditors
- Represented Unsecured Creditors' Committee for state-wide franchisee of 39 fast food restaurants; successfully negotiated plan for survival of the company and payment to creditors

### Manufacturing and Distribution

- Represented Unsecured Creditors' Committee for multi-million dollar automotive parts manufacturing company with nationwide distribution; successfully negotiated plan for survival of the company through revised operational structure and payment to creditors
- Represented Unsecured Creditors' Committee for multi-million dollar airline parts manufacturing company with national and international distribution; successfully negotiated plan for survival of the company and payment to creditors
- Represented Unsecured Creditors' Committee for national waste management company and prevented takeover and liquidation by secured creditor; successfully negotiated plan for survival of the company and payment to creditors
- Represented Unsecured Creditors' Committee for international manufacturer and distributor of beauty products; orchestrated sale of assets for the benefit of the company and its creditors
- Represented Debtor company in successful reorganization of business of manufacturing refitted trucks
- Represented Debtor company in successful reorganization of business of remanufactured car engines
- Represented Debtor company in reorganization of recycling metals
- Represented Unsecured Creditors' Committee in successful sale of assets of publicly-held international manufacturer of automobile chargers and related products
- Represented Unsecured Creditors' Committee in company engaged in manufacture and distribution of specialized furniture and home decor in multiple states

### Aviation and High Tech

- Represented Unsecured Creditors' Committee in successful reorganization of national and international airline charter business
- Represented Unsecured Creditors' Committee for multi-million dollar airline parts manufacturing company with national and international distribution; successfully negotiated plan for survival of the company and payment to creditors
- Represented largest creditor in national airline bankruptcy
- Represented Unsecured Creditors' Committee in publicly-held multi-million dollar international fiber-optic company; successfully negotiated plan for survival of the company and payment to creditors

### Food and Agriculture

- Represented Unsecured Creditors' Committee in successful reorganization of publicly-held food manufacturer with nationwide and international manufacturing facilities
- Represented Unsecured Creditors' Committee in successful sale of hydroponic growing operation

### Energy-Related

- Represented Unsecured Creditors' Committee in multi-million dollar national propane gas distributorship; prevented liquidation by secured creditor; successfully negotiated plan for survival of the company and payment to creditors
- Represented public utility in bankruptcies involving solar energy and so-called "green" energy
- Represented Debtor company that owned an oil refinery; prevented governmental takeover and orchestrated orderly and successful liquidation
- Represented Unsecured Creditors' Committee in oil and gas case involving operating and non-operating wells and assisted with liquidation
- Represented Unsecured Creditors' Committee in junior mining company; confirmed liquidating plan preserving assets and causes of action

### Environmental-Related

- Represented Debtor company that owned significant California real estate development project subject to Federal and State environmental regulations; effectuated successful workout
- Represented Debtor company that owned significant Arizona real property subject to judgment by Federal environmental agency; developed successful plan to address environmental issues

Indian law-related

- Represented in a Chapter 11 of Native American company a large mortgage company that originated \$10 million in loans to develop affordable housing for Native American families

Sports

- Represented owner of national sports franchise which filed Chapter 11; participated in intense negotiations and court proceedings with national league, creditors and municipal stadium owner

Real Estate

- Served as lead counsel for Debtor in one of the largest Chapter 11 bankruptcies filed in Arizona involving a \$1 billion commercial loan portfolio; stabilized the company to permit a court and creditor approved plan of reorganization with a structured framework for investor recovery
- Represented 10 Debtor entities with combined real estate assets of millions of dollars; successfully negotiated workout with major lender and orchestrated sale of principal interest
- Represented Unsecured Creditors' Committee in large home-builder case; orchestrated sale of assets and significant distribution to creditors in difficult economic market
- Represented, led and guided multiple companies owning various commercial real estate projects or investments; successfully developed restructuring plans or sales through workouts or plans

Retail

- Represented large multiple outlet Debtor furniture company in successful liquidation and payment to creditors
- Represented Unsecured Creditors' Committee in successful reorganization of pet care companies operating in four states